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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re** :  
 : **Chapter 11**  
**WESTINGHOUSE ELECTRIC** :  
**COMPANY LLC, et al.,** : **Case No. 17-\_\_\_\_\_ (\_\_\_\_)**  
 :  
**Debtors.**<sup>1</sup> : **(Joint Administration Pending)**  
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**MOTION OF DEBTORS PURSUANT TO 11 U.S.C. §§ 105(a)  
AND 366 FOR INTERIM AND FINAL ORDERS (I) APPROVING  
PROPOSED FORM OF ADEQUATE ASSURANCE OF PAYMENT TO  
UTILITY COMPANIES, (II) ESTABLISHING PROCEDURES FOR RESOLVING  
OBJECTIONS BY UTILITY COMPANIES, AND (III) PROHIBITING UTILITY  
COMPANIES FROM ALTERING, REFUSING, OR DISCONTINUING SERVICE**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, if any, are: Westinghouse Electric Company LLC (0933), CE Nuclear Power International, Inc. (8833), Fauske and Associates LLC (8538), Field Services, LLC (2550), Nuclear Technology Solutions LLC (1921), PaR Nuclear Holding Co., Inc. (7944), PaR Nuclear, Inc. (6586), PCI Energy Services LLC (9100), Shaw Global Services, LLC (0436), Shaw Nuclear Services, Inc. (6250), Stone & Webster Asia Inc. (1348), Stone & Webster Construction Inc. (1673), Stone & Webster International Inc. (1586), Stone & Webster Services LLC (5448), Toshiba Nuclear Energy Holdings (UK) Limited (N/A), TSB Nuclear Energy Services Inc. (2348), WEC Carolina Energy Solutions, Inc. (8735), WEC Carolina Energy Solutions, LLC (2002), WEC Engineering Services Inc. (6759), WEC Equipment & Machining Solutions, LLC (3135), WEC Specialty LLC (N/A), WEC Welding and Machining, LLC (8771), WECTEC Contractors Inc. (4168), WECTEC Global Project Services Inc. (8572), WECTEC LLC (6222), WECTEC Staffing Services LLC (4135), Westinghouse Energy Systems LLC (0328), Westinghouse Industry Products International Company LLC (3909), Westinghouse International Technology LLC (N/A), and Westinghouse Technology Licensing Company LLC (5961). The Debtors' principal offices are located at 1000 Westinghouse Drive, Cranberry Township, Pennsylvania 16066.

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Westinghouse Electric Company LLC and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully represent as follows in support of this motion (the “**Motion**”):

**Background**

1. On the date hereof (the “**Petition Date**”), each Debtor commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases.

2. Contemporaneously herewith, the Debtors have filed a motion requesting joint administration of the chapter 11 cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

3. Additional information regarding the Debtors’ business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Lisa J. Donahue Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York*, sworn to on the date hereof (the “**Donahue Declaration**”), which has been filed with the Court contemporaneously herewith and is incorporated herein by reference.

**Jurisdiction**

4. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

**Relief Requested**

5. By this Motion, pursuant to sections 105(a) and 366 of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004, the Debtors request entry of interim and final orders (i) approving the Debtors' proposed form of adequate assurance of payment for postpetition Utility Services (as hereinafter defined); (ii) establishing procedures for resolving objections by Utility Companies (as hereinafter defined) relating to the adequacy of the proposed adequate assurance; and (iii) prohibiting the Utility Companies from altering, refusing, or discontinuing service to, or discriminating against, the Debtors on the basis of the commencement of these chapter 11 cases or that a debt owed by the Debtors for Utility Services rendered before the Petition Date was not paid when due.

6. Proposed forms of order granting the relief requested herein on an interim basis and a final basis are annexed hereto as **Exhibit A** (the "**Proposed Interim Order**") and **Exhibit B** (the "**Proposed Final Order**"), respectively.

**The Utility Companies**

7. To operate their businesses and manage their properties, the Debtors obtain telecommunications, waste disposal, water, gas, electricity, and other utility services (collectively, the "**Utility Services**") from a number of utility companies (collectively, the "**Utility Companies**"). A nonexclusive list of Utility Companies that provide Utility Services to the Debtors as of the Petition Date is provided on **Exhibit 1** annexed to both the Interim Order and Final Order (the "**Utility Services List**").<sup>2</sup>

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<sup>2</sup> The inclusion of any entity in, or omission of any entity from, the Utility Services List is not an admission by the Debtors that such entity is, or is not, a utility within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto.

8. Historically, the Debtors have a good payment record with the Utility Companies. To the best of the Debtors' knowledge, there are no defaults or arrearages of any significance for the Debtors' undisputed invoices for prepetition Utility Services, other than payment interruptions that may be caused by the commencement of these chapter 11 cases. Based on their monthly average for the 12 months before the Petition Date, the Debtors estimate that their cost of Utility Services for the next 21 days will be approximately \$1.7 million.

9. Uninterrupted Utility Services are essential to the Debtors' ongoing operations and, therefore, the success of the Debtors' reorganization. The Debtors' plants and other facilities require electricity, internet access, telecommunications, and other standard utility services. Should any Utility Company alter, refuse, or discontinue service, even briefly, the Debtors' business operations could be severely disrupted. Furthermore, the Debtors coordinate their business operations through their headquarters in Cranberry Township, Pennsylvania, and their 26 regional offices. Interruption of the Utility Services provided at these locations would disrupt the Debtors' ability to communicate with, and provide the necessary support to, their employees, vendors, customers, and various regulatory authorities. Such interruption would negatively impact the Debtors' reorganization efforts and all parties in interest.

**Proposed Adequate Assurance Deposit**

10. Pursuant to section 366(c)(2) of the Bankruptcy Code, a utility may alter, refuse, or discontinue a debtor's utility service if the utility does not receive "adequate assurance of payment" for postpetition utility services from the debtor within 30 days after the commencement of the debtor's chapter 11 case. Section 366(c)(1) of the Bankruptcy Code defines "assurance of payment" of postpetition charges as "(i) a cash deposit; (ii) a letter of credit; (iii) a certificate of deposit; (iv) a surety bond; (v) a prepayment of utility consumption; or (vi) another form of security that is mutually agreed on between the utility and the debtor or the trustee."

11. The Debtors intend to pay all postpetition obligations owed to the Utility Companies in a timely manner and have sufficient funds to do so. Nevertheless, to provide the Utility Companies with adequate assurance pursuant to sections 366(b) and 366(c) of the Bankruptcy Code, the Debtors propose to deposit cash in an amount equal to two (2) weeks' payment for Utility Services, calculated using the historical average for such payments during the past 12 months (the "**Adequate Assurance Deposit**") into a newly created segregated account for the benefit of the Utility Companies (the "**Utility Deposit Account**"). The Adequate Assurance Deposit may be adjusted by the Debtors if the Debtors terminate any of the Utility Services provided by a Utility Company, make other arrangements with certain Utility Companies for adequate assurance of payment, determine that an entity listed on the Utility Services List is not a utility company as defined by section 366 of the Bankruptcy Code, or supplement the Utility Services List to include additional Utility Companies. The Adequate Assurance Deposit will be placed into the Utility Deposit Account within 20 days after the Petition Date. Based on the foregoing, the Debtors estimate that the total amount of the Adequate Assurance Deposit will be approximately \$1.108 million. The Adequate Assurance Deposit will be held by the Debtors in the Utility Deposit Account for the benefit of the Utility Companies on the Utility Services List during the pendency of these chapter 11 cases.

12. The Debtors further request that the Adequate Assurance Deposit will automatically, without further Court order, be available to the Debtors upon the effective date of a chapter 11 plan of the Debtors. Additionally, if the Debtors terminate any of the Utility Services provided by a Utility Company, the Debtors request that they immediately be permitted to reduce the Adequate Assurance Deposit to reflect the termination of such Utility Services.

13. The Adequate Assurance Deposit, in conjunction with the Debtors' ability to pay for future Utility Services in the ordinary course of business (collectively, the "**Proposed Adequate Assurance**"), constitutes adequate assurance to the Utility Companies under section 366 of the Bankruptcy Code.

**Objections to the Proposed Adequate Assurance**

14. To balance the right of each Utility Company to evaluate the Proposed Adequate Assurance for itself and the harm to the Debtors' businesses that would result from any interruption in services provided by the Utility Companies, the Debtors propose the following objection procedures (the "**Objection Procedures**") in the event that any Utility Company is not satisfied with the Proposed Adequate Assurance:

- a. Within two (2) business days after entry of the Interim Order, the Debtors will mail a copy of the Interim Order and the Motion (including the Proposed Final Order) to the Utility Companies on the Utility Services List.
- b. If a Utility Company is not satisfied with the Proposed Adequate Assurance, it must serve a written request (a "**Request**") upon the proposed counsel to the Debtors: (i) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Garrett Fail, Esq. and Charles Persons, Esq.), (ii) counsel to the lenders under the Debtors' proposed DIP Facility, (a) Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, NY 10019-6064 (Attn: Jeffrey D. Saferstein, Esq.) and (b) Paul, Weiss, Rifkind, Wharton & Garrison LLP, 2001 K Street, NW, Washington, DC 20006-1047 (Attn: Claudia R. Tobler, Esq.); and (iii) counsel to the agents and letter of credit issuer under the Debtors' proposed DIP Facility, Shearman & Sterling LLP, 599 Lexington Avenue, New York, NY 10022 (Attn: Fredric Sosnick, Esq. and Ned S. Schodek, Esq.), and the Request must set forth: (1) the location(s) for which Utility Services are provided, (2) the account number(s) for such location(s), (3) the outstanding balance for each account, and (4) an explanation of why the Utility Company believes the Adequate Assurance Deposit is not adequate assurance of payment.
- c. If the Debtors, in consultation with the DIP Lenders, determine that a Request or any consensual agreement reached in connection therewith is reasonable, the Debtors, without further order of the Court, may enter into agreements granting additional adequate assurance to the Utility Company serving such Request and, in connection with such agreements, provide the

Utility Company with additional adequate assurance of payment, including payments on prepetition amounts owing, cash deposits, prepayments, or other forms of security.

- d. If the Debtors, in consultation with the DIP Lenders, determine that a Request is unreasonable, then they will, within 30 days after receipt of such Request, or such longer period as may be agreed to between the Debtors and the Utility Company, file a motion (the “**Determination Motion**”) pursuant to section 366(c)(3) of the Bankruptcy Code seeking a determination from the Court that the Proposed Adequate Assurance, plus any additional consideration offered by the Debtors, constitutes adequate assurance of payment. Pending notice and a hearing on the Determination Motion, the Utility Company that is the subject of the unresolved Request may not alter, refuse, or discontinue services to the Debtors.

15. The Debtors request that the Proposed Adequate Assurance, taken together with the Objection Procedures, will be deemed adequate assurance of payment for any Utility Company that fails to make a Request. Any Utility Company that does not make a Request or otherwise comply with the Objection Procedures will be prohibited from altering, refusing, or discontinuing Utility Services, including as a result of the Debtors’ failure to pay charges for prepetition Utility Services or on account of any perceived inadequacy of the Proposed Adequate Assurance.

#### **Subsequent Modifications of Utility Services List**

16. Although the Debtors have made an extensive and good faith effort to identify on the Utility Services List all of the Utility Companies that provide Utility Services, certain Utility Companies inadvertently may not be listed therein. To the extent that the Debtors identify additional Utility Companies, the Debtors will promptly file amendments to the Utility Services List and serve copies of the orders granting this Motion on any newly identified Utility Companies, provided that the Debtors shall give prior notice of any such amendment to counsel to the DIP Lenders. In addition, the Debtors will increase the amount of the Adequate Assurance Deposit to account for any newly identified Utility Companies. The Debtors request that both the

Proposed Interim Order and Proposed Final Order approving this Motion will be binding on all Utility Companies, regardless of when the Utility Companies are added to the Utility Services List.

**Relief Requested Should Be Granted**

17. The relief requested will ensure the continuation of the Debtors' businesses at this critical juncture as the Debtors transition into chapter 11. The relief requested also provides the Utility Companies with a fair and orderly procedure for determining requests for additional adequate assurance, without which the Debtors could be forced to address multiple requests by Utility Companies in a disorganized manner at a critical period in these chapter 11 cases when the Debtors' efforts should be focused on restructuring their business for the benefit of all parties in interest.

**A. The Proposed Adequate Assurance Is Sufficient**

18. Section 366 of the Bankruptcy Code is designed with the dual purpose of protecting debtors from being cut off from utility services and providing utility companies with adequate assurance that the debtor will be able to pay for postpetition services. *See* H.R. Rep. No. 95-595, at 350 (1978), *reprinted in* 1978 U.S.C.C.A.N 5963, 6306. To that end, pursuant to section 366(c), during the first 30 days of a chapter 11 case, a utility company may not alter, refuse, or discontinue service to a debtor solely because of unpaid prepetition amounts, but after the first 30 days, a utility company may alter, refuse or discontinue service if a debtor does not provide "adequate assurance" of payment for postpetition services in satisfactory form.

19. Section 366(c)(3)(B) provides a list of factors that courts are *not* to consider when evaluating whether a proposed adequate assurance payment is in fact adequate. These factors are: (i) the absence of security before the petition date, (ii) the debtor's history of timely payments, and (iii) the availability of an administrative expense priority. Although section 366(c) clarifies what does and does not constitute "assurance of payment" and what can be considered in



determining whether such assurance is adequate, Congress, in enacting that section, did not divest the Court of its power to determine what amount, if any, is necessary to provide adequate assurance of payment to a Utility Company. *See* 11 U.S.C. § 366(c)(3)(A). Specifically, section 366(c)(3)(A) states that, “[o]n request of a party in interest and after notice and a hearing, the court may order modification of the amount of an assurance of payment . . . .” *Id.* Thus, there is nothing to prevent a court from deciding that, on the facts of the case before it, the amount required of the debtor to provide adequate assurance of payment to a utility company should be nominal or even zero. *See, e.g., In re Pac-West Telecomm., Inc.*, Case No. 07-10562 (BLS) (Bankr. D. Del. May 2, 2007) (Docket No. No. 39) (approving adequate assurance in the form of one-time supplemental prepayment to each utility company equal to prorated amount of one week’s charges).

20. Although section 366(c)(2) of the Bankruptcy Code allows a utility to take action if the debtor fails to provide adequate assurance of payment that is “satisfactory” to the utility, it is the Court and not the utility that is the ultimate arbiter of what is “satisfactory” assurance after taking into consideration the needs of the debtor as well as the utility. *See, e.g., In re Penn. Cent. Transp. Co.*, 467 F.2d 100, 103–04 (3d Cir. 1972) (affirming the bankruptcy court’s decision that no utility deposit was necessary where such deposits would “jeopardize the continuing operation of the [debtor] merely to give further security to suppliers who already [were] reasonably protected”). Indeed, section 366 only requires that assurance of payment be “adequate” and courts have not construed section 366 to require an absolute guarantee of the debtor’s ability to pay. *See, e.g., In re Caldor, Inc. – N.Y.*, 199 B.R. 1, 3 (S.D.N.Y. 1996) (“Section 366(b) requires the Bankruptcy Court to determine whether the circumstances are sufficient to provide a utility with ‘adequate assurance’ of payment. The statute does not require an ‘absolute guarantee of payment.’” (citation omitted)), *aff’d sub nom. Va. Elec. & Power Co. v. Caldor, Inc. – N.Y.*, 117

F.3d 646 (2d Cir. 1997); *In re New Rochelle Tel. Corp.*, 397 B.R. 633, 639 (Bankr. E.D.N.Y. 2008) (“Adequate assurance, however, is not a guarantee of payment; rather, it is intended to guard against the utility assuming an unreasonable risk of non-payment.”); *In re Adelphia Bus. Solutions, Inc.*, 280 B.R. 63, 80 (Bankr. S.D.N.Y. 2002) (“In determining adequate assurance, a bankruptcy court is not required to give a utility company the equivalent of a guaranty of payment . . .”).

21. Further, courts consider what is “need[ed] of the utility for assurance, and . . . require that the debtor supply *no more than that*, since the debtor almost perforce has a conflicting need to conserve scarce financial resources.” *Va. Elec. & Power Co. v. Caldor, Inc.* – N.Y., 117 F.3d at 650 (emphasis in original); *see also In re Penn Cent.*, 467 F.2d at 103–04. Indeed, “[c]ourts will approve an amount that is adequate enough to insure against unreasonable risk of nonpayment, but are not required to give the equivalent of a guaranty of payment in full.” *In re The Great Atl. & Pac. Tea Co.*, No. 11-1338 (CS), 2011 WL 5546954, at \*5 (S.D.N.Y. Nov. 14, 2011).

**B. The Objection Procedures Are Reasonable and Appropriate**

22. If a Utility Company does not believe the Proposed Adequate Assurance is “satisfactory,” such Utility Company may file an objection pursuant to the Objection Procedures described above. The proposed Objection Procedures are reasonable because they will ensure that the Debtors’ Utility Services continue while providing a streamlined process for Utility Companies to challenge the adequacy of the Proposed Adequate Assurance or seek an alternative form of adequate assurance. The Court has the power to approve these Objection Procedures pursuant to section 105(a) of the Bankruptcy Code, which provides that a bankruptcy court may “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions” of the Bankruptcy Code.

23. In light of the foregoing, the Proposed Adequate Assurance and the Objection Procedures are reasonable, and the relief requested herein is necessary and appropriate in the best interests of the Debtors' estates and creditors, and should be granted in full.

24. Courts in this District have granted similar requests for relief. *See In re The Great Atl. & Pac. Co., Inc.*, Case No. 15-23007 (Bankr. S.D.N.Y. Jul. 28, 2015) (Docket No. 203) (finding that the debtors' two week cash deposit adequately assured its utility providers); *In re Chassix Holdings, Inc.*, Case No. 15-10578 (Bankr. S.D.N.Y. Apr. 4, 2015) (Docket No. 274) (same); *In re The Great Atl. & Pac. Co., Inc.*, 2011 WL 5546954, at \*6 (S.D.N.Y. Nov. 14, 2011) ("The [bankruptcy] court weighed the evidence and did not clearly err in determining that, in light of the low risk of default given the DIP Facility, the utility providers were adequately assured payment through the [two-week] cash deposit."); *see also In re J & B Partners Mgmt., LLC*, Case No. 15-22017 (Bankr. S.D.N.Y. Jan. 21, 2015) (Docket No. 56) (approving the issuance of security deposits equal to two weeks of average utility consumption to each utility provider as adequate assurance of payment for postpetition utility services); *In re dELiA\*s, Inc.*, Case No. 14-23678 (Bankr. S.D.N.Y. Dec. 24, 2014) (Docket No. 105) (approving as adequate assurance separate deposits made into an interest-bearing, segregated account equal to the projected charge for approximately 14 days of utility service); *In re MPM Silicones, LLC*, Case No. 14-22503 (Bankr. S.D.N.Y. May 16, 2014) (Docket No. 220) (same).

**Debtors Have Satisfied Bankruptcy Rule 6003(b)**

25. Bankruptcy Rule 6003(b) provides that, to the extent relief is necessary to avoid immediate and irreparable harm, a bankruptcy court may issue an order granting "a motion to use, sell, lease, or otherwise incur an obligation regarding property of the estate, including a motion to pay all or part of a claim that arose before the filing of the petition" before 21 days after filing of the petition. As described in the Donahue Declaration, any lapse in Utility Services could

severely disrupt the Debtors' business operations, essentially bringing their operations to a standstill, and thus seriously jeopardize the Debtors' ability to successfully reorganize. Should any Utility Company refuse or discontinue service, even for a brief period, the Debtors' estates would suffer immediate and irreparable harm if the relief sought herein is not promptly granted. Accordingly, the Debtors submit that the relief requested herein is necessary to avoid immediate and irreparable harm, and, therefore, Bankruptcy Rule 6003 is satisfied.

**Request for Bankruptcy Rule 6004(a) and (h) Waivers**

26. To implement the foregoing successfully, the Debtors seek a waiver of the notice requirements under Bankruptcy Rule 6004(a) and the 14 day stay of an order authorizing the use, sale, or lease of property under Bankruptcy Rule 6004(h). As explained above and in the Donahue Declaration, the relief requested herein is necessary to avoid immediate and irreparable harm to the Debtors. Accordingly, ample cause exists to justify the waiver of the notice requirements under Bankruptcy Rule 6004(a) and the 14 day stay imposed by Bankruptcy Rule 6004(h), to the extent such notice requirements and such stay apply.

**Reservation of Rights**

27. Nothing contained herein is intended or shall be construed as (i) an admission as to the validity of any claim or lien against the Debtors, (ii) a waiver of the Debtors' or any appropriate party in interest's rights to dispute the amount of, basis for, or validity of any claim against the Debtors, (iii) a waiver of any claims or causes of action which may exist against any creditor or interest holder, or (iv) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy between the Debtors and any third party under section 365 of the Bankruptcy Code. Likewise, if the Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended to be and should not be construed as

an admission to the validity of any claim or a waiver of the Debtors' rights to dispute such claim subsequently.

**Notice**

28. Notice of this Motion will be provided to (i) the Office of the U.S. Trustee for Region 2; (ii) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney's Office for the Southern District of New York; (vi) proposed counsel to Debtor Toshiba Nuclear Energy Holdings (UK) Limited, Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, NY 10119 (Attn: Albert Togut, Esq.); (vii) counsel to Toshiba Corporation, Skadden, Arps, Slate, Meagher & Flom LLP, 300 South Grand Avenue, Suite 3400, Los Angeles, CA 90071 (Attn: Van C. Durrer II, Esq. and Annie Z. Li, Esq.); (viii) counsel to the Debtors' prepetition agent under that certain Second Amended and Restated Credit Agreement, dated as of October 7, 2009 (as amended), Latham & Watkins LLP, 330 North Wabash Avenue, Suite 2800, Chicago, IL 60611 (Attn: Zulfiqar Bokhari, Esq.); (ix) counsel to the lenders under the Debtors' proposed DIP Facility, (a) Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, NY 10019-6064 (Attn: Jeffrey D. Saferstein, Esq.) and (b) Paul, Weiss, Rifkind, Wharton & Garrison LLP, 2001 K Street, NW, Washington, DC 20006-1047 (Attn: Claudia R. Tobler, Esq.); (x) counsel to the agents and letter of credit issuer under the Debtors' proposed DIP Facility, Shearman & Sterling LLP, 599 Lexington Avenue, New York, NY 10022 (Attn: Fredric Sosnick, Esq. and Ned S. Schodek, Esq.); and (viii) the Utility Companies (collectively, the "**Notice Parties**"). The Debtors submit that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

29. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE the Debtors respectfully request entry of the Proposed Interim Order and Proposed Final Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: March 29, 2017  
New York, New York

/s/ Robert J. Lemons

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*Proposed Attorneys for Debtors  
and Debtors in Possession*

**Exhibit A**

**Proposed Interim Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re :  
WESTINGHOUSE ELECTRIC : **Chapter 11**  
COMPANY LLC, *et al.*, : **Case No. 17-\_\_\_\_\_ (\_\_\_\_)**  
: **Debtors.**<sup>1</sup> : **(Joint Administration Pending)**  
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**INTERIM ORDER PURSUANT  
TO 11 U.S.C. §§ 105(a) and 366 (I) APPROVING  
PROPOSED FORM OF ADEQUATE ASSURANCE OF PAYMENT TO  
UTILITY COMPANIES, (II) ESTABLISHING PROCEDURES FOR RESOLVING  
OBJECTIONS BY UTILITY COMPANIES, AND (III) PROHIBITING UTILITY  
COMPANIES FROM ALTERING, REFUSING, OR DISCONTINUING SERVICE**

Upon the motion (the “**Motion**”),<sup>2</sup> dated March 29, 2017, of Westinghouse Electric Company LLC and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases, pursuant to sections 105(a) and 366 of title 11 of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004, for an interim order (the “**Interim Order**”) (i) approving the Debtors’ proposed form of adequate assurance of payment to Utility Companies, (ii) establishing procedures for resolving objections by Utility Companies, and (iii) prohibiting Utility Companies from altering, refusing, or discontinuing Utility Services, all

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, if any, are: Westinghouse Electric Company LLC (0933), CE Nuclear Power International, Inc. (8833), Fauske and Associates LLC (8538), Field Services, LLC (2550), Nuclear Technology Solutions LLC (1921), PaR Nuclear Holding Co., Inc. (7944), PaR Nuclear, Inc. (6586), PCI Energy Services LLC (9100), Shaw Global Services, LLC (0436), Shaw Nuclear Services, Inc. (6250), Stone & Webster Asia Inc. (1348), Stone & Webster Construction Inc. (1673), Stone & Webster International Inc. (1586), Stone & Webster Services LLC (5448), Toshiba Nuclear Energy Holdings (UK) Limited (N/A), TSB Nuclear Energy Services Inc. (2348), WEC Carolina Energy Solutions, Inc. (8735), WEC Carolina Energy Solutions, LLC (2002), WEC Engineering Services Inc. (6759), WEC Equipment & Machining Solutions, LLC (3135), WEC Specialty LLC (N/A), WEC Welding and Machining, LLC (8771), WECTEC Contractors Inc. (4168), WECTEC Global Project Services Inc. (8572), WECTEC LLC (6222), WECTEC Staffing Services LLC (4135), Westinghouse Energy Systems LLC (0328), Westinghouse Industry Products International Company LLC (3909), Westinghouse International Technology LLC (N/A), and Westinghouse Technology Licensing Company LLC (5961). The Debtors’ principal offices are located at 1000 Westinghouse Drive, Cranberry Township, Pennsylvania 16066.

<sup>2</sup> All capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.



as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having held a hearing to consider the relief requested in the Motion on an interim basis (the “**Hearing**”); and upon the Donahue Declaration, filed contemporaneously with the Motion, and the record of the Hearing; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors and their estates as contemplated by Bankruptcy Rule 6003, and is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted on an interim basis to the extent set forth herein; and it is further

ORDERED that until such time as the Final Order is entered, all Utility Companies listed on **Exhibit 1** attached hereto are prohibited from altering, refusing, or discontinuing Utility Services or otherwise discriminating against the Debtors on account of any unpaid prepetition charges or any perceived inadequacy of the Debtors’ Proposed Adequate Assurance; and it is further

ORDERED that the Debtors shall deposit the Adequate Assurance Deposit in the amount of \$1.108 million in a newly segregated account for the benefit of the Utility Companies (the “**Utility Deposit Account**”) within 20 days after the Petition Date. The Utility Deposit Account shall be maintained at a bank or financial institution that is a party to a Uniform Depository Agreement (a “**UDA**”) with the office of the United States Trustee or that is immediately willing to execute such a UDA; and it is further

ORDERED that the following Objection Procedures are approved on an interim basis:

- a. Within two (2) business days after entry of this Interim Order, the Debtors will mail a copy of the Interim Order and the Motion (including the Proposed Final Order) to the Utility Companies on the Utility Services List.
- b. If a Utility Company is not satisfied with the Proposed Adequate Assurance, it must serve a written request (a “**Request**”) upon the proposed counsel to the Debtors: (i) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Garrett Fail, Esq. and Charles Persons, Esq.), (ii) counsel to the lenders under the Debtors’ proposed DIP Facility, (a) Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, NY 10019-6064 (Attn: Jeffrey D. Saferstein, Esq.) and (b) Paul, Weiss, Rifkind, Wharton & Garrison LLP, 2001 K Street, NW, Washington, DC 20006-1047 (Attn: Claudia R. Tobler, Esq.); and (iii) counsel to the agents and letter of credit issuer under the Debtors’ proposed DIP Facility, Shearman & Sterling LLP, 599 Lexington Avenue, New York, NY 10022 (Attn: Fredric Sosnick, Esq. and Ned S. Schodek, Esq.), and the Request must set forth: (1) the location(s) for which Utility Services are provided, (2) the account number(s) for such location(s), (3) the outstanding balance for each account, and (4) an explanation of why the Utility Company believes the Adequate Assurance Deposit is not adequate assurance of payment.
- c. If the Debtors, in consultation with the DIP Lenders, determine that a Request or any consensual agreement reached in connection therewith is reasonable, the Debtors, without further order of the Court, may enter into agreements granting additional adequate assurance to the Utility Company serving such Request and, in connection with such agreements, provide the Utility Company with additional adequate assurance of payment,

including payments on prepetition amounts owing, cash deposits, prepayments, or other forms of security.

- d. If the Debtors, in consultation with the DIP Lenders, determine that a Request is unreasonable, then they will, within 30 days after receipt of such Request, or such longer period as may be agreed to between the Debtors and the Utility Company, file a motion (the “**Determination Motion**”) pursuant to section 366(c)(3) of the Bankruptcy Code seeking a determination from the Court that the Proposed Adequate Assurance, plus any additional consideration offered by the Debtors, constitutes adequate assurance of payment. Pending notice and a hearing on the Determination Motion, the Utility Company that is the subject of the unresolved Request may not alter, refuse, or discontinue services to the Debtors; and it is further

ORDERED that the Adequate Assurance Deposit shall be deemed adequate assurance of payment, and any Utility Company that does not make a Request or otherwise comply with the Objection Procedures shall be prohibited from altering, refusing, or discontinuing Utility Services, including as a result of the Debtors’ failure to pay charges for prepetition Utility Services or to provide adequate assurance of payment in addition to the Proposed Adequate Assurance; and it is further

ORDERED that the Adequate Assurance Deposit shall automatically, without further Court order, be available to the Debtors upon the effective date of a chapter 11 plan of the Debtors; and it is further

ORDERED that the inclusion of any entity in, as well as any omission of any entity from, the Utility Services List shall not be deemed an admission by the Debtors that such entity is, or is not, a utility within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto; and it is further

ORDERED that the Debtors are authorized to amend the Utility Services List to the extent the Debtors terminate the services of any Utility Company or identify additional Utility Companies. This Interim Order shall apply to any such Utility Company that is added to

the Utility Services List, provided that the Debtors shall (i) file any such amendment on the Court's docket and serve such amendment on any affected Utility Company and all other parties entitled to notice pursuant to Bankruptcy Rule 2002 and (ii) give prior written notice of any such amendment to counsel to the DIP Lenders; and it is further

ORDERED that the Debtors shall increase the amount of the Adequate Assurance Deposit in the event an additional Utility Company is added to the Utility Services List by an amount equal to two (2) weeks of Utility Services provided by such additional Utility Company, calculated using the historical average for such payments during the past 12 months; and it is further

ORDERED that the Debtors may terminate the services of any Utility Company and are authorized immediately to reduce the Adequate Assurance Deposit by the amount held on account of such terminated services; and it is further

ORDERED that the Debtors shall serve a copy of this Interim Order and the Motion upon any Utility Company added to the Utility Services List; and it is further

ORDERED that nothing contained in the Motion or this Interim Order, nor any payment made pursuant to the authority granted by this Interim Order is intended to be or shall be construed as (i) an admission as to the validity of any claim or lien against the Debtors, (ii) a waiver of the Debtors' or any appropriate party in interest's rights to dispute the amount of, basis for, or validity of any claim against the Debtors, (iii) a waiver of any claims or causes of action which may exist against any creditor or interest holder, or (iv) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy between the Debtors and any third party under section 365 of the Bankruptcy Code; and it is further

ORDERED that notwithstanding entry of this Interim Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by, any party; and it is further

ORDERED that the requirements of Bankruptcy Rule 6003(b) have been satisfied; and it is further

ORDERED that under the circumstances of these chapter 11 cases, notice of the Motion is adequate under Bankruptcy Rule 6004(a); and it is further

ORDERED that notwithstanding Bankruptcy Rule 6004(h), this Interim Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Debtors are authorized to take all action necessary to the relief granted in this Interim Order; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Interim Order; and it is further

ORDERED that the Debtors shall serve this Interim Order within 48 hours of its entry via first class U.S. mail on the Notice Parties; and it is further

ORDERED that the Final Hearing to consider the relief requested in the Motion shall be held on\_\_\_\_\_, 2017 at \_\_\_\_\_ (**Prevailing Eastern Time**) and any objections or responses to the Motion shall be in writing, filed with the Court, and served upon (i) proposed counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Gary T. Holtzer, Esq., Robert J. Lemons, Esq., and Garrett A. Fail, Esq.); and (ii) the Notice Parties, in each case, so as to be actually received on or prior to **4:00 p.m. (Prevailing Eastern Time)** on \_\_\_\_\_, 2017.

Dated: \_\_\_\_\_, 2017  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

**Utility Services List**

<b>Company Name</b>	<b>Account Number</b>	<b>Address</b>	<b>Description of Utility Services</b>	<b>Average Monthly Expense</b>	<b>Amount of Deposit to be Provided</b>
Arizona Public Service Company	4159540897 121000248	400 N 5th Street MS 8657 Phoenix, AZ, 85004 US	Electric	\$91,208.33	\$41,980.82
Arm Energy Management, LLC	4811606 4789331 4789273 4163842 4163586 4163693	20329 State Highway 249 Ste. 450, Houston, TX, 77070-2748 US	Natural Gas	\$3,721.54	\$1,712.93
Armstrong	0497749-01	PO Box 37749 Philadelphia, PA, 19101-5049 US	Communications	\$1,368.98	\$630.10
AT&T	630 230 9364 449 7 1328334 803 749-6301 002 1895 803 822-5476 933 1899 831-000-5246 893 171-794-5442 001	1150 S Olive St 14th Fl. Los Angeles, CA, 90015-2211 US	Communications Local Voice Service Analog	\$33,817.91	\$15,565.41
AT&T		1452 Edinger Avenue Room1710 Tustin, CA, 92780-6246 US			
AT&T		PO Box 13148 Newark, NJ, 07101-5648 US			
AT&T		PO Box 33009 Charlotte, NC 28233-3009 US			

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
AT&T		PO Box 105068 Atlanta, GA 30348-5503 US			
AT&T		PO Box 105262 Atlanta, GA 30348-5503 US			
AT&T		PO Box 105503 Atlanta, GA 30348-5503 US			
AT&T		d/b/a AT&T Kansas Carol Stream, IL 60197-5001 US			
AT&T		PO Box 5001 Carol Stream, IL 60197-5001 US			
AT&T		PO Box 5017 Carol Stream, IL 60197-5017 US			
AT&T		PO Box 5019 Carol Stream, IL 60197-5019 US			
AT&T		PO Box 5025 Carol Stream, IL 60197-5025 US			
AT&T		PO Box 5080 Carol Stream, IL 60197-5080 US			
AT&T		PO Box 5091 Carol Stream, IL 60197-5091 US			



Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
AT&T		PO Box 6463 Carol Stream, IL 60197-6463 US			
AT&T		PO Box 9013 Atlanta, GA 60197-9013 US			
BP Energy Co.	90157101	One Chase Manhattan Plaza New York, NY 10005-1401 US	Natural Gas	\$32,616.39	\$15,012.48
Cascade Natural Gas	123-611-8605-4 776-381-0000-6 886-381-0000-3	8113 W Grandridge Blvd Kennewick, WA 99336-7166 US	Natural Gas	\$931.65	\$428.81
Century Link	623-535-8665-281B 0-801-387-1443 470M 801-399-3969 524B 612-Z25-0138 065	100 Centurylink Drive Monroe, LA, 71203-2041 US	Telephone - Circuits Telephone - Local Voice Service	\$12,622.38	\$5,809.75
Century Link		PO Box 29040 Phoenix, AZ, 85038-9040 US			
Century Link		PO Box 91154 Seattle, WA 98111-9255 US			
Chattanooga Gas	0052043071 9255274302 0052043074	PO Box 5408 Carol Stream, IL 60197-5408 US	Natural Gas	\$2,781.58	\$1,280.29
Chestnut Communications	N/A		Communications	\$0.00	\$0.00
CIMCO	PCIE0100	2001 York Road Oak Brook, IL 60523 US	Telephone - Services	\$0.00	\$0.00

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
City of Chattanooga, TN	22687801	PO Box 591 Chattanooga, TN 37401-0591 US	Sewage	\$2,168.37	\$998.04
City of Columbia	0163303275-1116607-4	PO BOX 7997 Columbia, SC 29202-7997 US	Water	\$14,671.44	\$6,752.88
City of Hutchinson	3-505-9000-5-00	111 Hassan Street SE Hutchinson, MN 55350-2522 US	Water/Sewage	\$6,869.19	\$3,161.71
City of Portsmouth	2541100000-00 7102000000-01 2537000000-02	PO Box 6660 Portsmouth, NH 03802-6660 US	Water	\$661.90	\$304.65
City of Richland	00014380-00000092	PO Box 190 Richland, WA 99352-0190 US	Electric/Water/ Sewage/Refuse	\$2,664.80	\$1,226.54
City of Rock Hill	1255850 1580550 1408430	PO BOX 63039 Charlotte, NC 28263-3039 US	Electric /Water/ Sewage/Refuse	\$9,989.22	\$4,597.78
Comcast	09529 500633-01-3 939737032 8772 10 531 0180365 8771 20 114 0308563 8771 20 114 0318910 8773 40 024 0531285	16333 Collections Center Dr. Chicago, IL, 60693-0163 US	Cable/ Internet/Telephone	\$4,017.62	\$1,849.20
Comcast		222 New Park Dr. Berlin, CT 06037-3741 US			

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
Comcast		One Comcast Center 32nd Fl. Philadelphia, PA 19103-2855 US			
Comcast		PO Box 100495 Atlanta, GA, 30384-0495 US			
Comcast		PO Box 1577 Newark, NJ 07101-1577 US			
Comcast		PO Box 3001 Southeastern, PA 19398-3001 US			
Comcast		PO Box 3002 Southeastern, PA 19398-3002 US			
Comcast		PO Box 3005 Southeastern, PA, 19398-3005 US			
Comcast		PO Box 35170 Seattle, WA 98124-5170 US			
Comcast		PO Box 930814 Atlanta, GA 31193-0814 US			
COMED	1773334009 0474293000 7494082037 7494081049 7494083070	PO Box 6111 Carol Stream, IL 60197-6111 US	Electric Power	\$10,430.89	\$4,801.06

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
Connecticut Natural Gas Corporation	040-00150575-7492 040-0010730-2032 040-0010647-6365	PO Box 9245 Chelsea, MA 02150-9245 US	Natural Gas	\$2,546.50	\$1,172.09
Consolidated Communications	797942 724-7769005/0	4008 Gibsonia Rd Gibsonia, PA 15044-9311 US	Telephone - Local voice service	\$18,394.14	\$8,466.34
Consolidated Communications		PO Box 66523 Saint Louis, MO 63166-6523 US			
Consolidated Communications		PO Box 747100 Pittsburgh, PA, 15274-7100 US			
Constellation Energy Nuclear Group	N/A	100 Constellation Way Ste. 200C Baltimore, MD, 21202-6302 US	Natural Gas	\$1,705.01	\$784.77
Constellation Energy Nuclear Group		14217 Collections Center Dr. Chicago, IL, 60693-0142 US			
Constellation Energy Nuclear Group		15246 Collections Ctr. Dr. Chicago, IL 60693-0001 US			
Cranberry Township	00015133 00015134 00015103	PO Box 6075 Hermitage, PA 16148-1075 US	Water/Sewage/Trash	\$11,230.08	\$5,168.91
Diamond Mulch Inc.	98-0001205 7	PO Box 432 Mars, PA 16046-0432 US	Trash	\$1,242.50	\$571.89
Diamond Springs	1013800-CNC	1840 Lindbergh St, Charlotte, NC 28208-3768	Water	\$143.77	\$66.18

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
		US			
DQE Communications LLC	1202	411 7th Avenue Pittsburgh, PA 15219-1919 US	Communications	\$38,289.83	\$17,623.81
Dupage County Public Works	30504652-01	P O Box 4751 Carol Stream, IL 60197-4751 US	Sewage	\$58.68	\$27.01
Duquesne Light Company	3107320000 9834910000	Box 10 Pittsburgh, PA 15230-0010 US	Electric Power	\$20,031.46	\$9,219.96
Earthlink Business	5231999	PO Box 88104 Chicago, IL 60680-1104 US	Internet	\$27.54	\$12.67
Electric Power Board of Chattanooga	154-1104.000 C10167957 157-0436.002	10 W M L King Blvd Chattanooga, TN 37422 US	Electric Power / Communications	\$11,920.27	\$5,486.59
Electric Power Board of Chattanooga		PO Box 182251 Chattanooga, TN 37422-7251 US			
Eversource	80007210224 80008990196 8000721-03-0-7 56913501052 8000721-01-4-1 51768322075 51260942099 51017942079	PO Box 650032 Dallas, TX 75265-0032 US	Electric Power	\$61,800.70	\$28,445.25

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
Eversource		PO Box 650047 Dallas, TX 75265-0047 US			
Fairpoint Communications	158 105 1794 144 463 9852	PO Box 11021 Lewiston, ME 04243-9472 US	Communications Telephone - Local Voice Service	\$6,367.17	\$2,930.64
First Communications	PCIE0100	3340 W Market St Fairlawn, OH 44333-3381 US	Telephone - Local Voice Service	\$4,162.87	\$1,916.06
Frontier Communications	860-731-4000-032404-5	3 High Ridge Park Stamford, CT 06905-1337 US	Telephone - eFax Telephone - Local Voice Service	\$7,742.00	\$3,563.44
Frontier Communications		PO Box 20550 Rochester, NY 14602-0550 US			
Frontier Communications		PO Box 92713 Rochester, NY 14692-8813 US			
Granite Telecommunications LLC	2911103	100 Newport Ave. Ext. Quincy, MA 02171-1759 US	POTS service (analog) Communications	\$9,845.77	\$4,531.75

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
Groot Industries, Inc.	585900000	PO Box 92257 Elk Grove Village, IL 60009-2257 US	Waste Management	\$151.59	\$69.77
Highridge Water Authority	050345 050344	17 Maple Ave. Blairsville, PA 15717-1283 US	Water	\$9,266.38	\$4,265.07
Hinckley Springs	16087658976146	PO Box 660579 Dallas, TX 75266-0579 US	Water	\$207.66	\$95.58
Hudson Energy Services, LLC	100048529 100407239	24919 Network Pl. Chicago, IL 60673-1249 US	Electric Power	\$3,538.47	\$1,628.66
Hutchinson Utilities Commission	1000530067890	225 Michigan St. SE Hutchinson, MN 55350-1905 US	Electric Power Natural Gas	\$5,591.45	\$2,573.60
Lake County Public Works	30040165 0267162-030040165	P.O. Box 547 Bedford Park, IL 60499-0547 US	Water / Sewage	\$127.23	\$58.56
Level 3 Communications LLC	205216562 1-8S5C5U	1025 Eldorado Blvd. Broomfield, CO 80021-8254 US	Communication Telephone - Audio, Web & Event Center conferencing services	\$103,326.50	\$47,558.50
Municipal Authority of Westmoreland County	S-321-051-00 S-321-052-00 S-450-109-00 S-450-110-00 S-450-111-00	PO Box 800 Greensburg, PA 15601-0800 US	Water	\$4,421.85	\$2,035.26

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
Newington Sewer Commission	N/A	115 Gosling Rd. Portsmouth, NH 03801-3328 US	Sewage	\$2,019.66	\$929.60
Nicor Gas	05-06-94-7941 4 09-21-67-0000 6 17-88-53-3111 0 59-65-94-5312 6 73-39-35-5478 4 78-75-57-5775 0 98-67-59-7934 2 11-51-91-2665 7	PO Box 5407 Carol Stream, IL 60197-5407 US	Natural Gas	\$1,164.31	\$535.90
North Shore Gas	3500013991641	PO Box 19083 Green Bay, WI 54307-9083 US	Natural Gas	\$702.22	\$323.21
North Shore Sanitary District	90930700-042486	PO Box 2140 Bedford Park, IL 60499-2140 US	Waste Water	\$23.20	\$10.68
North Shore Sanitary District		PO Box 750 WM Koepsel Dr. Gurnee, IL 60031-0750 US			
Nu Telecom	1192862 1197602	235 Franklin St SW Hutchinson, MN, 55350-2469 US	Telephone - Local voice service Communications	\$896.69	\$412.72
Nu-Telecom		PO Box 697 New Ulm, MN 56073-0697 US			



<b>Company Name</b>	<b>Account Number</b>	<b>Address</b>	<b>Description of Utility Services</b>	<b>Average Monthly Expense</b>	<b>Amount of Deposit to be Provided</b>
Penelec	100 002 203 196	PO Box 3687 Akron, OH 44309-3687 US	Electric Power	\$35.52	\$16.35
Penn Power	210-000-833-041	PO Box 3687 Akron, OH 44309-3687 US	Electric Power	\$95,833.37	\$44,109.61
Peoples Natural Gas	200004163693 200004163842 200004789331 200004789273 200004811606 200004163586 210000671425	PO Box 644760 Pittsburgh, PA 15264-4760 US	Natural Gas	\$10,982.46	\$5,054.94
Questar Gas	6226500000	333 S State St. Salt Lake City, UT 84111 US	Natural Gas	\$5,352.42	\$2,463.58
REA Energy Cooperative Inc.	41015860 54006670 41006670-001 40002370	75 Airport Rd. PO Box 70 Indiana, PA 15701-1463 US	Electric Power	\$2,825.36	\$1,300.44
Rocky Mountain Power	440330460013 44033046-001 3	PO Box 26000 Portland, OR 97256-0001 US	Electric Power	\$247,946.03	\$114,123.11
Scana Energy Marketing Inc.	9151200023401 2079900429118	PO Box 751684 Charlotte, NC 28275-1684 US	Electric Power Natural Gas	\$6,002.44	\$2,762.77

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
SCE&G	9151200023401 9210078946546 5-2101-0798-9189	PO Box 100255 Columbia, SC 29202-3255 US	Electric Power	\$490,831.95	\$225,917.17
Southern Linc	10921674	PO Box 931581 Atlanta, GA 31193-0531 US	Telephone - Cellular Service	\$119,683.00	\$55,086.97
Spok Inc.	5713517-O	6910 Richmond Hwy Alexandria, VA 22306-1849 US	Telephone - Pager Service	\$1,666.17	\$766.90
Spok Inc.		PO Box 660324 Dallas, TX 75266-0324 US			
Sprint	923664778 928138905	875 Greentree Rd. Pittsburgh, PA 15220-3508 US	Communications Telephone - Long Distance	\$183,767.23	\$84,583.27
Sprint		PO Box 1769 Newark, NJ 07101-1769 US			
Sprint		PO Box 219100 Kansas City, MO 64121-9100 US			
Sprint		PO Box 219623 Kansas City, MO 64121-9623 US			
Sprint		PO Box 4181 Carol Stream, IL 60197-4181 US			
Sprint		PO Box 600607 Jacksonville, FL 32260-0607 US			

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
Sprint		PO Box 8077 London, KY 40742-8077 US			
Tennessee American Water	1026-21005497687 1026-210016737869	P O Box 371880 Pittsburgh, PA 15250-7880 US	Water	\$1,406.97	\$647.59
Terminix Processing Center	8929778	Box 742592 Cincinnati, OH 45274-2592 US	Pest Control	\$118.00	\$54.31
The Metropolitan District	7078189	PO Box 990092 Hartford, CT 06199-0092 US	Water	\$68.77	\$31.65
Time Warner Cable	202-845345903-001 202-021994801-001	PO Box 223085 Pittsburgh, PA 15251-2085 US	Communications In Home Internet	\$846.10	\$389.44
Time Warner Cable		PO Box 27908 New York, NY 10087-7908 US			
Time Warner Cable	202-845345903-001 202-021994801-001	PO Box 70872 Charlotte, NC 28272-0872 US			
Time Warner Cable	202-845345903-001 202-021994801-001	PO Box 77169 Charlotte, NC 28271-7004S			
T-Mobile	943316285	12920 SE 38th St. Bellevue, WA 98006-1350 US	Telephone - Cellular Service	\$7,488.09	\$3,446.57

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
T-Mobile		PO Box 742596 Cincinnati, OH 45274-2596 US			
Town & Country Transfer, Inc.	N/A	29221 River Ridge Rd NW Isanti, MN 55040-6100 US	Trash	\$211.67	\$97.42
Transcanada Power Marketing Ltd	56913501052- 466670003 80007210307 80007210141 80007210224	110 Turnpike Rd. Ste. 300 Westborough, MA 01581-2808 US	Electric Power	\$34,435.11	\$15,849.58
Tri-County Electric	4456001 4456003 4456002 4456004 4456005	PO Box 217 Saint Matthews, SC 29135-0217 US	Electric Power	\$601.63	\$276.91
Unitil	4091161-4042106 4091161-4065198 4091161-4029864 4091161-4055514	PO Box 981010 Boston, MA 02298-1010 US	Natural Gas	\$7,453.88	\$3,430.83
Verizon	Multiple (Available Upon Request)	500 Technology Dr. Ste. 870 Saint Charles, MO 63304-2225 US	Telephone - VoIP Telephone - Toll Free Telephone - Circuits Telephone - Long Voice Service High Speed Internet	\$343,581.75	\$158,141.74

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
Verizon		One Verizon Way Basking Ridge, NJ 07920-1025 US			
Verizon		PO Box 15124 Albany NY 12212-5124 US			
Verizon		PO Box 25505 Lehigh Valley, PA 18002-5505 US			
Verizon		PO Box 371355 Pittsburgh, PA 15250-7355 US			
Verizon		PO Box 371873 Pittsburgh, PA 15250-7873 US			
Verizon		PO Box 382040 Pittsburgh, PA 15251-8040 US			
Verizon		PO Box 660072 Dallas, TX 75266-0072 US			
Verizon		PO Box 660108 Dallas, TX 75266-0108 US			
Verizon		PO BOX 660720 Dallas, TX 75266-0720 US			
Verizon		PO Box 660794 Dallas, TX 75266-0794 US			

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
Village of Burr Ridge	5208316070-00	7660 County Line Rd. Burr Ridge, IL, 60527-4722 US	Waste Management	\$148.85	\$68.51
Village of Green Oaks	501-033-039	2020 O'Plaine Rd. Libertyville, IL 60048-1547 US	Sewage	\$55.58	\$25.58
Waste Management	16-84384-83009 8-38514-13008 8-41537-83002 16-82775-23003 1-31923-74002 16-84313-13000 16-45829-33004 15-11311-12007 5-2101-0798-9189 16-82775-23003 1-31923-74002 16-84313-13000 16-45829-33004 15-11311-12007	1611 S Washington Kennewick, WA 99337 US	Sewage/Trash	\$90,596.14	\$41,699.05
Waste Management		700 E Butterfield Rd. Ste. 400 Lombard, IL, 60148 US			
Waste Management		PO Box 105453 Atlanta, GA 30348 US			

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
Waste Management		PO Box 13648 Philadelphia, PA 19101-3648 US			
Waste Management		PO Box 43350 Phoenix, AZ 85062-8251 US			
Waste Management		PO Box 4648 Carol Stream, IL 60197-4648 US			
Waste Management		PO Box 9001054 Louisville, KY 40290-1054 US			
Waste Management		W 132 N 10487 Grant Dr. Germantown, WI 53022-4445 US			
West Penn Power	100 094 240 270 100 093 370 409 100 120 449 424 100 096 600 547	PO Box 3615 Akron, OH 44309-3615 US	Electric Power	\$172,191.69	\$79,255.35
Wilkinsburg-Penn Joint Water Authority	171779-92178	2200 Robinson Blvd. Pittsburgh, PA 15221-1112 US	Water / Sewage	\$4,618.95	\$2,125.98

<b>Company Name</b>	<b>Account Number</b>	<b>Address</b>	<b>Description of Utility Services</b>	<b>Average Monthly Expense</b>	<b>Amount of Deposit to be Provided</b>
Xcel Energy	51-8226688-6	P O Box 9477 Minneapolis, MN 55484-9477 US	Electric / Natural Gas	\$9,785.67	\$4,504.09
York County Natural Gas	51388-001 51388-002	P O Box 11907 Rock Hill, SC 29731-1907 US	Natural Gas	\$507.12	\$233.41
Yukon-Waltz Telephone Co.	00047426-2 00040806-8 00047682-2 0048450-4 00039270-7	PO Box 168 Stahlstown, PA 15687-0168 US	Telephone	\$8,628.56	\$3,971.50
			<b>TOTAL</b>		



**Exhibit B**

**Proposed Final Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re :  
WESTINGHOUSE ELECTRIC : **Chapter 11**  
COMPANY LLC, *et al.*, : **Case No. 17-\_\_\_\_\_ (\_\_\_\_)**  
: **Debtors.**<sup>1</sup> : **(Joint Administration Pending)**  
-----X

**FINAL ORDER PURSUANT  
TO 11 U.S.C. §§ 105(a) and 366 (I) APPROVING  
PROPOSED FORM OF ADEQUATE ASSURANCE OF PAYMENT TO  
UTILITY COMPANIES, (II) ESTABLISHING PROCEDURES FOR RESOLVING  
OBJECTIONS BY UTILITY COMPANIES, AND (III) PROHIBITING UTILITY  
COMPANIES FROM ALTERING, REFUSING, OR DISCONTINUING SERVICE**

Upon the motion (the “**Motion**”),<sup>2</sup> dated March 29, 2017, of Westinghouse Electric Company LLC and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases, pursuant to sections 105(a) and 366 of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004, for a final order (the “**Final Order**”) (i) approving the Debtors’ proposed form of adequate assurance of payment to Utility Companies, (ii) establishing procedures for resolving objections by Utility Companies, and (iii) prohibiting Utility Companies from altering, refusing, or discontinuing Utility Services, all as more fully set forth in the

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, if any, are: Westinghouse Electric Company LLC (0933), CE Nuclear Power International, Inc. (8833), Fauske and Associates LLC (8538), Field Services, LLC (2550), Nuclear Technology Solutions LLC (1921), PaR Nuclear Holding Co., Inc. (7944), PaR Nuclear, Inc. (6586), PCI Energy Services LLC (9100), Shaw Global Services, LLC (0436), Shaw Nuclear Services, Inc. (6250), Stone & Webster Asia Inc. (1348), Stone & Webster Construction Inc. (1673), Stone & Webster International Inc. (1586), Stone & Webster Services LLC (5448), Toshiba Nuclear Energy Holdings (UK) Limited (N/A), TSB Nuclear Energy Services Inc. (2348), WEC Carolina Energy Solutions, Inc. (8735), WEC Carolina Energy Solutions, LLC (2002), WEC Engineering Services Inc. (6759), WEC Equipment & Machining Solutions, LLC (3135), WEC Specialty LLC (N/A), WEC Welding and Machining, LLC (8771), WECTEC Contractors Inc. (4168), WECTEC Global Project Services Inc. (8572), WECTEC LLC (6222), WECTEC Staffing Services LLC (4135), Westinghouse Energy Systems LLC (0328), Westinghouse Industry Products International Company LLC (3909), Westinghouse International Technology LLC (N/A), and Westinghouse Technology Licensing Company LLC (5961). The Debtors’ principal offices are located at 1000 Westinghouse Drive, Cranberry Township, Pennsylvania 16066.

<sup>2</sup> All capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion and the Interim Order (as defined herein) having been provided to the Notice Parties as set forth in the affidavits of service filed at Docket Nos. [ ] and [ ], respectively; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having held a hearing on [ ] [ ], 2017 to consider the relief requested in the Motion on an interim basis (the “**Interim Hearing**”); and the Court having entered an order granting the relief requested in the Motion on an interim basis (Docket No. [ ]) (the “**Interim Order**”) and scheduling a final hearing on the Motion for [ ] [ ], 2017 (the “**Final Hearing**”); and the Final Hearing having been held, if necessary, to consider the relief requested in the Motion on a final basis; and upon the Donahue Declaration, filed contemporaneously with the Motion, and the record of the Interim Hearing and the Final Hearing; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as set forth herein, and it is further

ORDERED that the Proposed Adequate Assurance satisfies the requirements set forth in section 366 of the Bankruptcy Code; and it is further

ORDERED that any Utility Company not in compliance with the below Objection Procedures shall not be permitted to alter, refuse, or discontinue service or demand adequate assurance other than as provided in this Final Order. The Utility Deposit Account shall be maintained at a bank or financial institution that is a party to a Uniform Depository Agreement (a “UDA”) with the office of the United States Trustee or that is immediately willing to execute such a UDA.

- e. If a Utility Company is not satisfied with the Proposed Adequate Assurance, it must serve a written request (a “**Request**”) upon the proposed counsel to the Debtors: (i) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Garrett Fail, Esq. and Charles Persons, Esq.), (ii) counsel to the lenders under the Debtors’ proposed DIP Facility, (a) Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, NY 10019-6064 (Attn: Jeffrey D. Saferstein, Esq.) and (b) Paul, Weiss, Rifkind, Wharton & Garrison LLP, 2001 K Street, NW, Washington, DC 20006-1047 (Attn: Claudia R. Tobler, Esq.); and (iii) counsel to the agents and letter of credit issuer under the Debtors’ proposed DIP Facility, Shearman & Sterling LLP, 599 Lexington Avenue, New York, NY 10022 (Attn: Fredric Sosnick, Esq. and Ned S. Schodek, Esq.), and the Request must set forth: (1) the location(s) for which Utility Services are provided, (2) the account number(s) for such location(s), (3) the outstanding balance for each account, and (4) an explanation of why the Utility Company believes the Adequate Assurance Deposit is not adequate assurance of payment.
- f. If the Debtors, in consultation with the DIP Lenders, determine that a Request or any consensual agreement reached in connection therewith is reasonable, the Debtors, without further order of the Court, may enter into agreements granting additional adequate assurance to the Utility Company serving such Request and, in connection with such agreements, provide the Utility Company with additional adequate assurance of payment, including payments on prepetition amounts owing, cash deposits, prepayments, or other forms of security.
- g. If the Debtors, in consultation with the DIP Lenders, determine that a Request is unreasonable, then they will, within 30 days after receipt of such Request, or such longer period as may be agreed to between the Debtors and the Utility Company, file a motion (the “**Determination Motion**”) pursuant to section 366(c)(3) of the Bankruptcy Code seeking a determination from the Court that the Proposed Adequate Assurance, plus any additional consideration offered by the Debtors, constitutes adequate

assurance of payment. Pending notice and a hearing on the Determination Motion, the Utility Company that is the subject of the unresolved Request may not alter, refuse, or discontinue services to the Debtors; and it is further

ORDERED that the Adequate Assurance Deposit shall be deemed adequate assurance of payment, and any Utility Company that does not make a Request or otherwise comply with the Objection Procedures shall be prohibited from altering, refusing, or discontinuing Utility Services, including as a result of the Debtors' failure to pay charges for prepetition Utility Services or to provide adequate assurance of payment in addition to the Proposed Adequate Assurance; and it is further

ORDERED that the Adequate Assurance Deposit shall automatically, without further Court order, be available to the Debtors upon the effective date of a chapter 11 plan of the Debtors; and it is further

ORDERED that the inclusion of any entity in, as well as any omission of any entity from, the Utility Services List shall not be deemed an admission by the Debtors that such entity is, or is not, a utility within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto; and it is further

ORDERED that the Debtors are authorized to amend the Utility Services List to the extent the Debtors terminate the services of any Utility Company or identify additional Utility Companies. This Order shall apply to any such Utility Company that is added to the Utility Services List, provided that the Debtors shall (i) file any such amendment on the Court's docket and serve such amendment on any affected Utility Company and all other parties entitled to notice pursuant to Bankruptcy Rule 2002 and (ii) give prior written notice of any such amendment to counsel to the DIP Lenders; and it is further

ORDERED that the Debtors shall increase the amount of the Adequate Assurance Deposit in the event an additional Utility Company is added to the Utility Services List by an amount equal to two (2) weeks of Utility Services provided by such additional Utility Company, calculated using the historical average for such payments during the past 12 months; and it is further

ORDERED that the Debtors may terminate the services of any Utility Company and are immediately authorized to reduce the Adequate Assurance Deposit by the amount held on account of such terminated Utility Services; and it is further

ORDERED that the Debtors shall serve a copy of the Motion and this Final Order upon any Utility Company added to the Utility Services List; and it is further

ORDERED that nothing contained in the Motion or this Final Order, nor any payment made pursuant to the authority granted by this Interim Order is intended to be or shall be construed as (i) an admission as to the validity of any claim or lien against the Debtors, (ii) a waiver of the Debtors' or any appropriate party in interest's rights to dispute the amount of, basis for, or validity of any claim against the Debtors, (iii) a waiver of any claims or causes of action which may exist against any creditor or interest holder, or (iv) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy between the Debtors and any third party under section 365 of the Bankruptcy Code; and it is further

ORDERED that notwithstanding entry of this Final Order, nothing herein shall create, nor is intended to create, any rights in favor of or enhance the status of any claim held by, any party; and it is further

ORDERED that under the circumstances of these chapter 11 cases, notice of the Motion is adequate under Bankruptcy Rule 6004(a); and it is further

ORDERED that notwithstanding Bankruptcy Rule 6004(h), this Final Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Debtors are authorized to take all action necessary to the relief granted in this Final Order; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Final Order.

Dated: \_\_\_\_\_, 2017  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE

**Exhibit 1**

**Utility Services List**

<b>Company Name</b>	<b>Account Number</b>	<b>Address</b>	<b>Description of Utility Services</b>	<b>Average Monthly Expense</b>	<b>Amount of Deposit to be Provided</b>
Arizona Public Service Company	4159540897 121000248	400 N 5th Street MS 8657 Phoenix, AZ, 85004 US	Electric	\$91,208.33	\$41,980.82
Arm Energy Management, LLC	4811606 4789331 4789273 4163842 4163586 4163693	20329 State Highway 249 Ste. 450, Houston, TX, 77070-2748 US	Natural Gas	\$3,721.54	\$1,712.93
Armstrong	0497749-01	PO Box 37749 Philadelphia, PA, 19101-5049 US	Communications	\$1,368.98	\$630.10
AT&T	630 230 9364 449 7 1328334 803 749-6301 002 1895 803 822-5476 933 1899 831-000-5246 893 171-794-5442 001	1150 S Olive St 14th Fl. Los Angeles, CA, 90015-2211 US	Communications Local Voice Service Analog	\$33,817.91	\$15,565.41
AT&T		1452 Edinger Avenue Room1710 Tustin, CA, 92780-6246 US			
AT&T		PO Box 13148 Newark, NJ, 07101-5648 US			
AT&T		PO Box 33009 Charlotte, NC 28233-3009 US			



Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
AT&T		PO Box 105068 Atlanta, GA 30348-5503 US			
AT&T		PO Box 105262 Atlanta, GA 30348-5503 US			
AT&T		PO Box 105503 Atlanta, GA 30348-5503 US			
AT&T		d/b/a AT&T Kansas Carol Stream, IL 60197-5001 US			
AT&T		PO Box 5001 Carol Stream, IL 60197-5001 US			
AT&T		PO Box 5017 Carol Stream, IL 60197-5017 US			
AT&T		PO Box 5019 Carol Stream, IL 60197-5019 US			
AT&T		PO Box 5025 Carol Stream, IL 60197-5025 US			
AT&T		PO Box 5080 Carol Stream, IL 60197-5080 US			
AT&T		PO Box 5091 Carol Stream, IL 60197-5091 US			

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
AT&T		PO Box 6463 Carol Stream, IL 60197-6463 US			
AT&T		PO Box 9013 Atlanta, GA 60197-9013 US			
BP Energy Co.	90157101	One Chase Manhattan Plaza New York, NY 10005-1401 US	Natural Gas	\$32,616.39	\$15,012.48
Cascade Natural Gas	123-611-8605-4 776-381-0000-6 886-381-0000-3	8113 W Grandridge Blvd Kennewick, WA 99336-7166 US	Natural Gas	\$931.65	\$428.81
Century Link	623-535-8665-281B 0-801-387-1443 470M 801-399-3969 524B 612-Z25-0138 065	100 Centurylink Drive Monroe, LA, 71203-2041 US	Telephone - Circuits Telephone - Local Voice Service	\$12,622.38	\$5,809.75
Century Link		PO Box 29040 Phoenix, AZ, 85038-9040 US			
Century Link		PO Box 91154 Seattle, WA 98111-9255 US			
Chattanooga Gas	0052043071 9255274302 0052043074	PO Box 5408 Carol Stream, IL 60197-5408 US	Natural Gas	\$2,781.58	\$1,280.29
Chestnut Communications	N/A		Communications	\$0.00	\$0.00
CIMCO	PCIE0100	2001 York Road Oak Brook, IL 60523 US	Telephone - Services	\$0.00	\$0.00

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
City of Chattanooga, TN	22687801	PO Box 591 Chattanooga, TN 37401-0591 US	Sewage	\$2,168.37	\$998.04
City of Columbia	0163303275-1116607-4	PO BOX 7997 Columbia, SC 29202-7997 US	Water	\$14,671.44	\$6,752.88
City of Hutchinson	3-505-9000-5-00	111 Hassan Street SE Hutchinson, MN 55350-2522 US	Water/Sewage	\$6,869.19	\$3,161.71
City of Portsmouth	2541100000-00 7102000000-01 2537000000-02	PO Box 6660 Portsmouth, NH 03802-6660 US	Water	\$661.90	\$304.65
City of Richland	00014380-00000092	PO Box 190 Richland, WA 99352-0190 US	Electric/Water/ Sewage/Refuse	\$2,664.80	\$1,226.54
City of Rock Hill	1255850 1580550 1408430	PO BOX 63039 Charlotte, NC 28263-3039 US	Electric /Water/ Sewage/Refuse	\$9,989.22	\$4,597.78
Comcast	09529 500633-01-3 939737032 8772 10 531 0180365 8771 20 114 0308563 8771 20 114 0318910 8773 40 024 0531285	16333 Collections Center Dr. Chicago, IL, 60693-0163 US	Cable/ Internet/Telephone	\$4,017.62	\$1,849.20
Comcast		222 New Park Dr. Berlin, CT 06037-3741 US			

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
Comcast		One Comcast Center 32nd Fl. Philadelphia, PA 19103-2855 US			
Comcast		PO Box 100495 Atlanta, GA, 30384-0495 US			
Comcast		PO Box 1577 Newark, NJ 07101-1577 US			
Comcast		PO Box 3001 Southeastern, PA 19398-3001 US			
Comcast		PO Box 3002 Southeastern, PA 19398-3002 US			
Comcast		PO Box 3005 Southeastern, PA, 19398-3005 US			
Comcast		PO Box 35170 Seattle, WA 98124-5170 US			
Comcast		PO Box 930814 Atlanta, GA 31193-0814 US			
COMED	1773334009 0474293000 7494082037 7494081049 7494083070	PO Box 6111 Carol Stream, IL 60197-6111 US	Electric Power	\$10,430.89	\$4,801.06

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
Connecticut Natural Gas Corporation	040-00150575-7492 040-0010730-2032 040-0010647-6365	PO Box 9245 Chelsea, MA 02150-9245 US	Natural Gas	\$2,546.50	\$1,172.09
Consolidated Communications	797942 724-7769005/0	4008 Gibsonia Rd Gibsonia, PA 15044-9311 US	Telephone - Local voice service	\$18,394.14	\$8,466.34
Consolidated Communications		PO Box 66523 Saint Louis, MO 63166-6523 US			
Consolidated Communications		PO Box 747100 Pittsburgh, PA, 15274-7100 US			
Constellation Energy Nuclear Group	N/A	100 Constellation Way Ste. 200C Baltimore, MD, 21202-6302 US	Natural Gas	\$1,705.01	\$784.77
Constellation Energy Nuclear Group		14217 Collections Center Dr. Chicago, IL, 60693-0142 US			
Constellation Energy Nuclear Group		15246 Collections Ctr. Dr. Chicago, IL 60693-0001 US			
Cranberry Township	00015133 00015134 00015103	PO Box 6075 Hermitage, PA 16148-1075 US	Water/Sewage/Trash	\$11,230.08	\$5,168.91
Diamond Mulch Inc.	98-0001205 7	PO Box 432 Mars, PA 16046-0432 US	Trash	\$1,242.50	\$571.89
Diamond Springs	1013800-CNC	1840 Lindbergh St, Charlotte, NC 28208-3768	Water	\$143.77	\$66.18

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
		US			
DQE Communications LLC	1202	411 7th Avenue Pittsburgh, PA 15219-1919 US	Communications	\$38,289.83	\$17,623.81
Dupage County Public Works	30504652-01	P O Box 4751 Carol Stream, IL 60197-4751 US	Sewage	\$58.68	\$27.01
Duquesne Light Company	3107320000 9834910000	Box 10 Pittsburgh, PA 15230-0010 US	Electric Power	\$20,031.46	\$9,219.96
Earthlink Business	5231999	PO Box 88104 Chicago, IL 60680-1104 US	Internet	\$27.54	\$12.67
Electric Power Board of Chattanooga	154-1104.000 C10167957 157-0436.002	10 W M L King Blvd Chattanooga, TN 37422 US	Electric Power / Communications	\$11,920.27	\$5,486.59
Electric Power Board of Chattanooga		PO Box 182251 Chattanooga, TN 37422-7251 US			
Eversource	80007210224 80008990196 8000721-03-0-7 56913501052 8000721-01-4-1 51768322075 51260942099 51017942079	PO Box 650032 Dallas, TX 75265-0032 US	Electric Power	\$61,800.70	\$28,445.25

<b>Company Name</b>	<b>Account Number</b>	<b>Address</b>	<b>Description of Utility Services</b>	<b>Average Monthly Expense</b>	<b>Amount of Deposit to be Provided</b>
Eversource		PO Box 650047 Dallas, TX 75265-0047 US			
Fairpoint Communications	158 105 1794 144 463 9852	PO Box 11021 Lewiston, ME 04243-9472 US	Communications Telephone - Local Voice Service	\$6,367.17	\$2,930.64
First Communications	PCIE0100	3340 W Market St Fairlawn, OH 44333-3381 US	Telephone - Local Voice Service	\$4,162.87	\$1,916.06
Frontier Communications	860-731-4000-032404-5	3 High Ridge Park Stamford, CT 06905-1337 US	Telephone - eFax Telephone - Local Voice Service	\$7,742.00	\$3,563.44
Frontier Communications		PO Box 20550 Rochester, NY 14602-0550 US			
Frontier Communications		PO Box 92713 Rochester, NY 14692-8813 US			
Granite Telecommunications LLC	2911103	100 Newport Ave. Ext. Quincy, MA 02171-1759 US	POTS service (analog) Communications	\$9,845.77	\$4,531.75

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
Groot Industries, Inc.	585900000	PO Box 92257 Elk Grove Village, IL 60009-2257 US	Waste Management	\$151.59	\$69.77
Highridge Water Authority	050345 050344	17 Maple Ave. Blairsville, PA 15717-1283 US	Water	\$9,266.38	\$4,265.07
Hinckley Springs	16087658976146	PO Box 660579 Dallas, TX 75266-0579 US	Water	\$207.66	\$95.58
Hudson Energy Services, LLC	100048529 100407239	24919 Network Pl. Chicago, IL 60673-1249 US	Electric Power	\$3,538.47	\$1,628.66
Hutchinson Utilities Commission	1000530067890	225 Michigan St. SE Hutchinson, MN 55350-1905 US	Electric Power Natural Gas	\$5,591.45	\$2,573.60
Lake County Public Works	30040165 0267162-030040165	P.O. Box 547 Bedford Park, IL 60499-0547 US	Water / Sewage	\$127.23	\$58.56
Level 3 Communications LLC	205216562 1-8S5C5U	1025 Eldorado Blvd. Broomfield, CO 80021-8254 US	Communication Telephone - Audio, Web & Event Center conferencing services	\$103,326.50	\$47,558.50
Municipal Authority of Westmoreland County	S-321-051-00 S-321-052-00 S-450-109-00 S-450-110-00 S-450-111-00	PO Box 800 Greensburg, PA 15601-0800 US	Water	\$4,421.85	\$2,035.26



Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
Newington Sewer Commission	N/A	115 Gosling Rd. Portsmouth, NH 03801-3328 US	Sewage	\$2,019.66	\$929.60
Nicor Gas	05-06-94-7941 4 09-21-67-0000 6 17-88-53-3111 0 59-65-94-5312 6 73-39-35-5478 4 78-75-57-5775 0 98-67-59-7934 2 11-51-91-2665 7	PO Box 5407 Carol Stream, IL 60197-5407 US	Natural Gas	\$1,164.31	\$535.90
North Shore Gas	3500013991641	PO Box 19083 Green Bay, WI 54307-9083 US	Natural Gas	\$702.22	\$323.21
North Shore Sanitary District	90930700-042486	PO Box 2140 Bedford Park, IL 60499-2140 US	Waste Water	\$23.20	\$10.68
North Shore Sanitary District		PO Box 750 WM Koepsel Dr. Gurnee, IL 60031-0750 US			
Nu Telecom	1192862 1197602	235 Franklin St SW Hutchinson, MN, 55350-2469 US	Telephone - Local voice service Communications	\$896.69	\$412.72
Nu-Telecom		PO Box 697 New Ulm, MN 56073-0697 US			

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
Penelec	100 002 203 196	PO Box 3687 Akron, OH 44309-3687 US	Electric Power	\$35.52	\$16.35
Penn Power	210-000-833-041	PO Box 3687 Akron, OH 44309-3687 US	Electric Power	\$95,833.37	\$44,109.61
Peoples Natural Gas	200004163693 200004163842 200004789331 200004789273 200004811606 200004163586 210000671425	PO Box 644760 Pittsburgh, PA 15264-4760 US	Natural Gas	\$10,982.46	\$5,054.94
Questar Gas	6226500000	333 S State St. Salt Lake City, UT 84111 US	Natural Gas	\$5,352.42	\$2,463.58
REA Energy Cooperative Inc.	41015860 54006670 41006670-001 40002370	75 Airport Rd. PO Box 70 Indiana, PA 15701-1463 US	Electric Power	\$2,825.36	\$1,300.44
Rocky Mountain Power	440330460013 44033046-001 3	PO Box 26000 Portland, OR 97256-0001 US	Electric Power	\$247,946.03	\$114,123.11
Scana Energy Marketing Inc.	9151200023401 2079900429118	PO Box 751684 Charlotte, NC 28275-1684 US	Electric Power Natural Gas	\$6,002.44	\$2,762.77

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
SCE&G	9151200023401 9210078946546 5-2101-0798-9189	PO Box 100255 Columbia, SC 29202-3255 US	Electric Power	\$490,831.95	\$225,917.17
Southern Linc	10921674	PO Box 931581 Atlanta, GA 31193-0531 US	Telephone - Cellular Service	\$119,683.00	\$55,086.97
Spok Inc.	5713517-O	6910 Richmond Hwy Alexandria, VA 22306-1849 US	Telephone - Pager Service	\$1,666.17	\$766.90
Spok Inc.		PO Box 660324 Dallas, TX 75266-0324 US			
Sprint	923664778 928138905	875 Greentree Rd. Pittsburgh, PA 15220-3508 US	Communications Telephone - Long Distance	\$183,767.23	\$84,583.27
Sprint		PO Box 1769 Newark, NJ 07101-1769 US			
Sprint		PO Box 219100 Kansas City, MO 64121-9100 US			
Sprint		PO Box 219623 Kansas City, MO 64121-9623 US			
Sprint		PO Box 4181 Carol Stream, IL 60197-4181 US			
Sprint		PO Box 600607 Jacksonville, FL 32260-0607 US			

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
Sprint		PO Box 8077 London, KY 40742-8077 US			
Tennessee American Water	1026-21005497687 1026-210016737869	P O Box 371880 Pittsburgh, PA 15250-7880 US	Water	\$1,406.97	\$647.59
Terminix Processing Center	8929778	Box 742592 Cincinnati, OH 45274-2592 US	Pest Control	\$118.00	\$54.31
The Metropolitan District	7078189	PO Box 990092 Hartford, CT 06199-0092 US	Water	\$68.77	\$31.65
Time Warner Cable	202-845345903-001 202-021994801-001	PO Box 223085 Pittsburgh, PA 15251-2085 US	Communications In Home Internet	\$846.10	\$389.44
Time Warner Cable		PO Box 27908 New York, NY 10087-7908 US			
Time Warner Cable	202-845345903-001 202-021994801-001	PO Box 70872 Charlotte, NC 28272-0872 US			
Time Warner Cable	202-845345903-001 202-021994801-001	PO Box 77169 Charlotte, NC 28271-7004S			
T-Mobile	943316285	12920 SE 38th St. Bellevue, WA 98006-1350 US	Telephone - Cellular Service	\$7,488.09	\$3,446.57

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
T-Mobile		PO Box 742596 Cincinnati, OH 45274-2596 US			
Town & Country Transfer, Inc.	N/A	29221 River Ridge Rd NW Isanti, MN 55040-6100 US	Trash	\$211.67	\$97.42
Transcanada Power Marketing Ltd	56913501052- 466670003 80007210307 80007210141 80007210224	110 Turnpike Rd. Ste. 300 Westborough, MA 01581-2808 US	Electric Power	\$34,435.11	\$15,849.58
Tri-County Electric	4456001 4456003 4456002 4456004 4456005	PO Box 217 Saint Matthews, SC 29135-0217 US	Electric Power	\$601.63	\$276.91
Unitil	4091161-4042106 4091161-4065198 4091161-4029864 4091161-4055514	PO Box 981010 Boston, MA 02298-1010 US	Natural Gas	\$7,453.88	\$3,430.83
Verizon	Multiple (Available Upon Request)	500 Technology Dr. Ste. 870 Saint Charles, MO 63304-2225 US	Telephone - VoIP Telephone - Toll Free Telephone - Circuits Telephone - Long Voice Service High Speed Internet	\$343,581.75	\$158,141.74

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
Verizon		One Verizon Way Basking Ridge, NJ 07920-1025 US			
Verizon		PO Box 15124 Albany NY 12212-5124 US			
Verizon		PO Box 25505 Lehigh Valley, PA 18002-5505 US			
Verizon		PO Box 371355 Pittsburgh, PA 15250-7355 US			
Verizon		PO Box 371873 Pittsburgh, PA 15250-7873 US			
Verizon		PO Box 382040 Pittsburgh, PA 15251-8040 US			
Verizon		PO Box 660072 Dallas, TX 75266-0072 US			
Verizon		PO Box 660108 Dallas, TX 75266-0108 US			
Verizon		PO BOX 660720 Dallas, TX 75266-0720 US			
Verizon		PO Box 660794 Dallas, TX 75266-0794 US			

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
Village of Burr Ridge	5208316070-00	7660 County Line Rd. Burr Ridge, IL, 60527-4722 US	Waste Management	\$148.85	\$68.51
Village of Green Oaks	501-033-039	2020 O'Plaine Rd. Libertyville, IL 60048-1547 US	Sewage	\$55.58	\$25.58
Waste Management	16-84384-83009 8-38514-13008 8-41537-83002 16-82775-23003 1-31923-74002 16-84313-13000 16-45829-33004 15-11311-12007 5-2101-0798-9189 16-82775-23003 1-31923-74002 16-84313-13000 16-45829-33004 15-11311-12007	1611 S Washington Kennewick, WA 99337 US	Sewage/Trash	\$90,596.14	\$41,699.05
Waste Management		700 E Butterfield Rd. Ste. 400 Lombard, IL, 60148 US			
Waste Management		PO Box 105453 Atlanta, GA 30348 US			

Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
Waste Management		PO Box 13648 Philadelphia, PA 19101-3648 US			
Waste Management		PO Box 43350 Phoenix, AZ 85062-8251 US			
Waste Management		PO Box 4648 Carol Stream, IL 60197-4648 US			
Waste Management		PO Box 9001054 Louisville, KY 40290-1054 US			
Waste Management		W 132 N 10487 Grant Dr. Germantown, WI 53022-4445 US			
West Penn Power	100 094 240 270 100 093 370 409 100 120 449 424 100 096 600 547	PO Box 3615 Akron, OH 44309-3615 US	Electric Power	\$172,191.69	\$79,255.35
Wilkesburg-Penn Joint Water Authority	171779-92178	2200 Robinson Blvd. Pittsburgh, PA 15221-1112 US	Water / Sewage	\$4,618.95	\$2,125.98



Company Name	Account Number	Address	Description of Utility Services	Average Monthly Expense	Amount of Deposit to be Provided
Xcel Energy	51-8226688-6	P O Box 9477 Minneapolis, MN 55484-9477 US	Electric / Natural Gas	\$9,785.67	\$4,504.09
York County Natural Gas	51388-001 51388-002	P O Box 11907 Rock Hill, SC 29731-1907 US	Natural Gas	\$507.12	\$233.41
Yukon-Waltz Telephone Co.	00047426-2 00040806-8 00047682-2 0048450-4 00039270-7	PO Box 168 Stahlstown, PA 15687-0168 US	Telephone	\$8,628.56	\$3,971.50
			<b>TOTAL</b>		